

107/7

RULES

NAME

1. The name of the incorporated association shall be Stanthorpe Field Naturalist Club Incorporated. (in these rules called "the Association")

OBJECTS

2. The objects for which the Association is established are:-
- a. To study all branches of Natural History.
  - b. Preservation of the Flora and the Fauna of Queensland.
  - c. Encouragement of a spirit of protection towards native birds, animals and plants.
  - d. To assist where possible in scientific research.
  - e. To publish a monthly newsletter and post to members.

POWERS

3. The powers of the Association are:-
- a. To take over the funds and other assets, and the liabilities of the present unincorporated association known as the "Stanthorpe Field Naturalist Club".
  - b. To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28(1)
  - c. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - d. To remunerate any person or body corporate for services rendered, or to be rendered.
  - e. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
  - f. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
  - g. In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the

## 3. (contd.)

distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28 (j);

- h. To make donations for patriotic, charitable or community purposes;
- i. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### CLASSES OF MEMBERSHIP

- 4. a. The membership of the Association shall consist of ordinary members, and any of the following classes of members:-
  - a. Ordinary Members shall be members over the age of 17 years.
  - b. Junior Members shall be members 17 years and under.
- b. The number of members in each class shall be unlimited.
  
- 5. a. Every person who at the date of incorporation of the Association was a member of the unincorporated association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.

#### MEMBERSHIP FEES

- 6. a. The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- b. The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

#### ADMISSION OF MEMBERS

- 7. a. Any person shall become a member of the Association upon payment of the annual fee or part thereof as determined by the Management Committee.
- b. The Association does not have the power to reject any application for membership which is accompanied by the applicable membership fee.

TERMINATION OF MEMBERSHIP

8. a. A member may resign from the association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary, unless a later date is specified in the notice when it shall take effect on that later date -
- b. If a member-
  1. has membership fees in arrears for a period of two months or more
  2. conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,the Management Committee shall consider whether his membership shall be terminated.
- c. The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST TERMINATION OF MEMBERSHIP

9. a. A person whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
- b. Upon receipt of a notification of intention to appeal against termination of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

REGISTER OF MEMBERS

10. a. The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- b. Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members of any general meeting may require from time to time.
- c. The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

MEMBERSHIP OF MANAGEMENT COMMITTEE

11. a. The Management Committee of the Association shall consist of a President Vice-President, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- b. At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

11. (continued)

- c. The election of officers and other members of the Management Committee shall take place in the following manner:
  1. Nominations for membership of the Management Committee shall be taken from the floor at the annual general meeting.
  2. Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.
  3. In the event of more nominations being received than the number required to fill each position then an election shall be held to fill that position.
  4. Each member present at the annual general meeting shall be entitled to one vote for each position to be filled in the event of an election for the filling of that position.

12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such general meeting.

4.

VACANCIES ON MANAGEMENT COMMITTEE

- 13.
  - a. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
  - b. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14
- a. Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the Management Committee-
    - 1. shall have the general control and management of the administration of the affairs, property and funds of the Association; and
    - 2. shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
  - b. The Management Committee may exercise all the powers of the Association to invest in such manner as members of the Association may from time to time determine.

MEETINGS OF MANAGEMENT COMMITTEE

- 15.
- a. The Management Committee shall meet at least once every two calendar months to exercise its functions.
  - b. A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
  - c. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
  - d. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
  - e. Not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
  - f. The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
  - g. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

- a. The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management Committee.
- b. A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- c. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes the question shall be deemed to be decided in the negative.

17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

18. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

ANNUAL GENERAL OR GENERAL MEETINGS

19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

- 20. a. The annual general meeting shall be held within three months of the close of the financial year.
- b. The business to be transacted at every annual general meeting shall be -
  - 1. the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
  - 2. the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - 3. the election of members of the Management Committee; and
  - 4. the appointment of an auditor.

21. The secretary shall convene a special general meeting -

- a. when directed to do so by the Management Committee; or
- b. on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- c. on being given a notice in writing of an intention to appeal against the decision of the Management Committee to terminate the membership of any person.

- 22.
  - a. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
  - b. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
  - c. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
  - d. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 23.
  - a. The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
  - b. The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- 24. Unless otherwise provided by these Rules, at every general meeting -
  - a. the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
  - b. the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - c. every question, matter or resolution shall be decided by a majority of votes of the members present;
  - d. every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
  - e. voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;

24. f. the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. - Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

## BY-LAWS

25. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

## ALTERATION OF RULES

26. Subject to the provisions of the Associations Incorporation Act 1981-1988 these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director-General, Department of Justice and Corrective Services, Brisbane.

## COMMON SEAL

27. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## FUNDS &amp; ACCOUNTS

28. a. The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the Management Committee may from time to time direct.
- b. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- c. All moneys shall be deposited as soon as practicable after receipt thereof.
- d. All amounts of twenty dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.



- e. Cheques shall be crossed "not negotiable" except those in payment of allowances or petty cash recoupments which may be open.
- f. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- g. All expenditure shall be approved or ratified at a Management Committee meeting.
- h. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:-
  - (1) the income and expenditure for the financial year just ended; and
  - (2) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- i. All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- j. The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

- 29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

- 30. The financial year of the Association shall close on 30 June in each year.

DISTRIBUTION OF SURPLUS ASSETS

- 31. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981-1988, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28(f), such institution or institutions to be determined by the members of the Association.